



Louisiana Housing Finance Agency

**Full Board Meeting Minutes
Board of Commissioners
Louisiana Housing Finance Agency**

**Wednesday, October 14, 2009
2415 Quail Drive
V. Jean Butler Board Room
Baton Rouge, LA 70808
12:00pm**

Commissioners Present

Guy T. Williams
Michael L. Airhart
Mayson H. Foster
Katie Anderson
Joseph Scontrino, III
Elsenia Young
Walter O. Guillory
Neal Miller
Jerome Boykin, Sr.
J. Mark Madderra
Alice Washington obo John Kennedy

Commissioners Absent

Tyrone A. Wilson
Susan W. Sonnier
Wayne E. Woods
Allison A. Jones

Legal Counsel Present

Wayne Neveu, Foley & Judell
Terri Porche Ricks
Edselle Keith Cunningham, Jr.
Christine Bratkowski
Leslie C. Strahan

Staff Present

Barry E. Brooks
Milton Bailey
Charlette Minor
Loretta Wallace

Brenda Evans
Urshala Hamilton
Annie Clark
Roger Tijerino
Wendy Hall
Alex Stewart
Rene Landry
Louis Russell
Calvin Humble
Mary Antoon
Agnes Chambers
Pat Hampton
Jatis Harrington
Collette Mathis
Jeff DeGraff
Eddie Falgoust
Kip Anderson
Amy York
Joe Durnin
Janelle Dickey
Natasha Joseph

Others Present

See Sign-In Sheet Attachment

CALL TO ORDER

In the absence of both Chairman Wayne E. Woods and Vice-Chair Allison A. Jones, BOC Secretary Milton J. Bailey called the meeting to order at 12:40pm.

Thereafter, on a motion by Commissioner J. Mark Madderra and seconded by Commissioner Elsenia Young, Commissioner Guy T. Williams was nominated as Interim Board Chairman. There being no further discussions or oppositions, the motion passed unanimously.

Interim Chairman Guy T. Williams henceforth presided over and called the meeting to order at 12:42pm. Board Coordinator Barry Brooks did the roll call and a quorum was established. Next there was an introduction of guests (see sign-in sheet).

APPROVAL OF MINUTES

On a motion by Commissioner Joseph P. Scontrino, III, and seconded by Commissioner Katie Anderson, the minutes of the Full Board Meeting held September 9, 2009, were approved. There being no further discussions or oppositions, the motion passed unanimously.

CHAIRMAN'S REPORT

The only item on the Agenda thereof was the discussion of an alternate date for the November 2009 BOCM. Commissioner Katie Anderson suggested the date be changed as the current scheduled date of Wednesday November 11th was Veterans' Day, a State Holiday, and the Agency would be closed. Interim Chair Williams requested that BOC Coordinator Barry E. Brooks do a consensus poll and determine the most amicable alternate date and notify the entire BOC thereafter.

PRESIDENT'S REPORT

LHFA President Milton J. Bailey advised the BOC that US Congresswoman Maxine Waters had recently sent a request to US Attorney General Eric Holder to review the current situation involving the St. Bernard Parish Moratorium matter.

Mr. Bailey also noted that the Douglas Andry and Esplanade project matter had been deferred by the State Bond Commission until the SBC November meeting. He also noted that the LHFA and the LRA would be sending letters for reconsideration of said SBC deferrals. He explained that the SBC has deferred the items pending a comprehensive market study to be done in eight weeks. However, said study actually is not expected to be complete until January 2010.

Mr. Bailey informed the BOC that the 1602 Exchange legislation had been offered in both the House and Senate in Washington DC, and that the PIS date extension legislation was also being considered. Additionally, that NAHB is supporting the \$8K tax credit being extended for another year.

INTERNAL AUDIT COMMITTEE

IAC Chair Joseph M. Scontrino advised the BOC that they had met earlier and had a presentation on the Agency's recent no findings audit. He noted that said audit would be available for viewing on the Agency's website.

On a motion by Commissioner Joseph M. Scontrino, III, and seconded by Commissioner Katie Anderson, the resolution to accept the General Fund and Bond Programs audit

results of the Louisiana Housing Finance Agency (“Agency”) made by Duplantier, Hrapmann, Hogan, and Maher, and the General Fund report entitled “Schedule of Findings and Questioned Costs for the Year Ended June 30, 2009,” indicating there were no findings for the Bond Programs audits., was adopted; and providing others matters in connection therewith. There being no further discussions, oppositions, or public comments the matter unanimously passed.

ENERGY ASSISTANCE COMMITTEE

EAC Chair Katie Anderson advised the BOC that the EAC had meet earlier but had no items needing actions thereupon. She also noted that the Energy Program Updates were in the Board binders. Additionally, she noted that the LIHEAP and LIHEAP Express funds are nearly depleted having severed 10,650 total clients with 5939 new client in the regular LIHEAP, and 9,389 total LIHEAP Express clients with 3475 new clients. She also acknowledged the present in the audience of LACAP Executive Director Jane Killen.

SINGLE FAMILY COMMITTEE

SFC Chair Airhart noted that the 2009A Issue had been fully reserved.

Program Administrator Brenda Evans advised the BOC updates on the 2008A, 2009A, and Whole Loan Report was in their binders.

Ms. Evans briefly went over the parameters of the \$25M LHFA SFMRB Series 2009B matter

On a motion by Commissioner Mayson H. Foster and seconded by Commissioner Katie Anderson, the resolution accepting the parameter term proposal for the purchase of not exceeding Twenty-five Million Dollars (\$25,000,000) of Louisiana Housing Finance Agency Single Family Mortgage Revenue Bonds, Series 2009B in one or more sub-series; fixing the parameter terms of said bonds and otherwise providing with respect to said bonds; approving the form and directing the execution of the Bond Purchase Agreement for said Bonds; and providing for other matters in connection with the foregoing, was adopted. There being no further discussions, oppositions, or public comments the matter unanimously passed.

SFC Chair Airhart noted the need to approve the resolution for not exceeding \$25M of LHFA SFFMRB Series 2009C as there would possibly be an upcoming new Treasury program so the issuance was being done as an advance prep to meet any unknown Treasury deadlines, per a suggestion from the Agency’s Finance Team.

On a motion by Commissioner Joseph M. Scontrino, III, and seconded by Commissioner Elsenia Young, the resolution approving and authorizing the issuance of not exceeding Three Hundred Million Dollars (\$300,000,000) of Louisiana Housing Finance Agency Single Family Mortgage Revenue Bonds, in one or more series or subseries, including Series 2009C; approving the form of the Series Supplemental Trust Indenture in connection with the aforesaid Bonds in one or more series; approving a Notice of Intention to Sell at Private Negotiated Sale and authorizing the publication thereof; requesting the State Bond Commission to approve the aforesaid documents and approve the issuance, sale and delivery of the Bonds and providing for other matters in connection therewith, was adopted. There being no further discussions, oppositions, or public comments the matter unanimously passed.

SFC Chair Airhart went over the parameters of the resolution dealing with the RFP for Financial Advisors and the proposed timeline for RFP's for members of the Finance Team.

On a motion by Commissioner Katie Anderson and Commissioner Elsenia Young, the resolution to approve and authorize the Louisiana Housing Finance Agency ("Agency") to move forward with an RFP to seek proposals from Financial Advisor(s) to serve as a member of its Single Family Finance Team, was adopted. There being no further discussions, oppositions, or public comments the matter unanimously passed.

Interim Chair Williams concluded noting the good job the Financial Team has been doing and his anticipation of a favorable upcoming bond climate.

MULTIFAMILY RENTAL HOUSING COMMITTEE REPORT

MFC Interim Chair J. Mark Madderra noted that the Committee had met earlier and that the first item to be discussed was a resolution regarding a site and property change for Old Morrison Homes. Ms. Evans noted that the specifics thereof were on page MF11 in the Board binders.

MFCIC Madderra noted that the site changes were being recommended for approval as the project would be remaining the same neighborhood and had favorable public interest; that the matter has been discussed and approved in the MFC meeting earlier with the addition that a new market study be done.

On a motion by Commissioner J. Mark Madderra and seconded by Commissioner Elsenia Young, the resolution conditionally authorizing a Site Change for Old Morrison Homes #07/08(FA)-63 (Old Morrison Road, New Orleans, LA) to 38 scattered sites in Pine Village Subdivision (New Orleans) as stipulated in the 2007/2008 forward allocation GO-Zone QAP by Louisiana Housing Finance Agency with respect to project's submitting a request for such site changes, was adopted; and providing for other matters in connection

therewith. There being no further discussions or oppositions, the matter unanimously passed.

MFCIC Madderra noted that the Levy Gardens was being **DEFERRED** pending further Agency review.

MFCIC Madderra noted that the next item, The Meadows, was being **DEFERRED** ending further review and discussions between the LHFA and LRA and also needed to be **REFERRED** to the Legal Committee accordingly.

On a motion by Commissioner J. Mark Madderra and seconded by Commissioner Elsenia Young, the BOC approved the Deferral, and subsequent Referral to the Legal Committee, of the matter involving the removal of the existing manager general partner EMAC Partners 2007 LP; and providing for other matters in connection therewith. There being no further discussions or oppositions, the matter unanimously passed.

The next item dealing with the Douglas & Andry Sustainable Apartments matter was briefly discussed by Commissioner Airhart and Ms. Evans. It was noted that the MFC was recommending approval of said matter.

On a motion by Commissioner J. Mark Madderra and seconded By Commissioner Elsenia Young, the resolution approving the waiver request of maximum cost per unit and cost per square foot for Douglas and Andry Sustainable Apartments; authorizing the Agency staff and counsel to prepare the forms of such documents and agreements as may be necessary to grant such waivers, was adopted; and providing for other matters in connection therewith. There being no further discussions or oppositions, the matter unanimously passed.

Next item discussed was the Amendment to the 2007/2008 GO Zone QAP relating to the definition of "material change". Ms. Evans went over the specifics thereof. She noted the resolution parameters that a September public hearing had been held, and that Developers would have to submit their reprocessing application no later than December 4, 2009. MFCIC Madderra noted that the MFC recommended approval thereof.

On a motion by Commissioner J. Mark Madderra and seconded by Commissioner Elsenia Young, the resolution approving an Amendment to 2007/08 GO Zone Qualified Allocation Plan of the Louisiana Housing Finance Agency, was adopted; and providing for other matters in connection therewith. There being no further discussions or oppositions, the matter unanimously passed.

Next item discussed as the resolution dealing with the 2009 Per Capita Awards relating o thte Terrebonne Revitalization Company and Cypress Trails.

MFCIC Madderra noted staff was recommending funding for the aforementioned items from the 2010 funding round. It was noted that the points previously taken away from Terrebonne were being restored given a new market study thereof. He also noted that Cypress was being approved subject a new official market study.

Agency General Counsel Terri Ricks advised the BOC that the new and correct Resolution was the one being handed out to them and not the one previously placed in their Board binders.

Mr. Madderra explained that the revised resolution was needed for Cypress Trails so as to note the need for receipt of the final market study and to also reference HOME funding of the project.

Ms. Ricks went over the correct resolution verbiage adding the market study parameter and \$924,274 in HOME funds for the Cypress Trails project.

MFCIC Madderra noted that the MFC was recommending approval thereof.

On a motion by Commissioner J. Mark Madderra and seconded by Commissioner Katie Anderson, the resolution approving the award of Tax Credits from the 2010 State Housing Credit Ceiling to Terrebonne Revitalization Company Project, #09(PC)-46 and Cypress Trails Apartment Homes Project, #09(PC)-51 residential rental facilities; authorizing the Agency staff and counsel to prepare the forms of such documents and agreements as may be necessary to permit the Agency to execute a binding agreement to allocate Tax Credits from the 2010 State Housing Credit Ceiling to such facilities, was adopted; and providing for other matters in connection therewith. There being no further discussions or oppositions, the matter unanimously passed.

On a motion by Commissioner J. Mark Madderra and seconded by Commissioner Katie Anderson, the Rules were Suspended to Add to the Agenda a Resolution approving the award of Tax Credits from the 2010 State Housing Credit Ceiling, and providing others matters in connection therewith; There being no further discussions, oppositions, or public comments the matter unanimously passed.

Ms. Evans discussed the Bastrop Historic Project noting its historical qualities, she noted previous market study discrepancies, went over the funding parameters, and noted that the MFC was recommending the project be resubmitted to conform to the new market study.

IC Williams noted the need to more successful developments in Northern Louisiana and particularly in rural historical areas. He noted the BHP was a small project of 100 units and that the project was positively endorsed by local officials. He noted he felt the project would be an eventual success and he was recommending approval thereof.

Ms. Evans noted that the BHP would still need to submit a reprocessing application and pass the F & V analysis.

IC Williams concluded by advising everyone that the market study appeal process was being discussed and comments thereof by LAAHP would be considered along with any others.

On a motion by J. Mark Madderra and seconded by Commissioner Elsenia Young, the resolution approving the award of Tax Credits from the 2010 State Housing Credit Ceiling to one or more projects deemed not feasible or viable as a result of market study indicating that the project configuration was inconsistent with the market need but which projects may have been awarded credits if modified to satisfy such market need under the 2009 Qualified Allocation Plan; authorizing the Agency staff and counsel to prepare the forms of such documents and agreements as may be necessary to permit the Agency to execute a binding agreement to allocate Tax Credits from the 2010 State Housing Credit Ceiling to such facilities, was adopted; and providing for other matters in connection therewith. There being no further discussions, oppositions, or public comments the matter unanimously passed.

Thereafter, Commissioner Mayson H. Foster inquired as to the number of reapplicants and if there were adequate funding resources available. Ms. Evans replied there would be five (5) projects at \$4M coming from the 2010 allocations.

Mr. Tom Crumley of Bastrop addressed the BOC inquiring on future TCAP and Exchange Program funding options. Ms. Evans replied affirmatively for TCAP but no regarding EP. She did note that she would review the 1602 list.

MFCIC Madderra noted that the item dealing with the TCAP funds for the next agenda item was being **DEFERRED**, and that a revised resolution was being distributed to the BOC.

Ms. Evans went over the parameters of the modified resolution noting that it was to award the \$25M TCAP funds. She noted that projects must submit new project schedules thereof.

MFCIC Madderra recommended approval of the modified resolution.

Mark Turrentine and Kelly Longwell addressed the BOC on behalf of LAAHP. He noted his support of the modified resolution parameters and the need to get to everyone the weblink for the documents thereof.

On a motion Commissioner J. Mark Madderra and seconded by Commissioner Elsenia Young, the resolution approving staff's recommended strategies for (i) awarding the balance of tax credit assistance funds ("TCAP Funds") granted to the Louisiana Housing Finance Agency (the "Agency") and (ii) permitting taxpayers to return pre-2009 credit allocations inefficiently syndicated in exchange for a sub grant of funds ("1602 Funds") made available by the United States Treasury Department to the Agency in lieu of low-income housing credits under the American Recovery and Reinvestment Act of 2009 (the "Recovery Act"),

was adopted; and providing for other matters in connection therewith. There being no further discussions, oppositions, or public comments the matter unanimously passed.

Program Administrator Loretta Wallace briefly went over the resolution parameters for the Douglas & Andry Sustainable Apartment Project. MFCIC Madderra noted the MFC was recommending approval thereof.

On a motion by Commissioner J. Mark Madderra and seconded by Commissioner Michael L. Airhart, the resolution approving the waiver request of maximum cost per unit and cost per square foot for Douglas and Andry Sustainable Apartments; authorizing the Agency staff and counsel to prepare the forms of such documents and agreements as may be necessary to grant such waivers, was adopted; and providing for other matters in connection therewith. There being no further discussions, oppositions, or public comments the matter unanimously passed.

Ms. Wallace briefly went over the resolution parameters for the GCHP-Esplanade Project. MFCIC Madderra noted the MFC was recommending approval thereof.

On a motion on Commissioner J. Mark Madderra and seconded by Commissioner Katie Anderson, the resolution accepting the proposal of Morgan Keegan & Company, Inc. or such other purchaser as may be designated by the Developer for the purchase of not to exceed Four Million Five Hundred Thousand Dollars (\$4,500,000) Louisiana Housing Finance Agency Multifamily Housing Revenue Bonds (GCHP-Esplanade Project) in one or more series; fixing the parameter terms of said bonds and otherwise providing with respect to said bonds, was adopted; and providing for other matters in connection with the foregoing. There being no further discussions, oppositions, or public comments the matter unanimously passed.

Ms. Wallace briefly went over the resolution parameters for The Muses II Project. MFCIC Madderra noted the MFC was recommending approval thereof.

On a motion by Commissioner J. Mark Madderra and seconded by Commissioner Elsenia Young, the resolution accepting the proposal of Morgan Keegan & Company, Inc. or such other purchaser as may be designated by the Developer for the purchase of not exceeding Eleven Million Seven Hundred Thousand Dollars (\$11,700,000) Louisiana Housing Finance Agency Multifamily Housing Revenue Bonds (The Muses II Project) in one or more series; fixing the parameter terms of said bonds and otherwise providing with respect to said bonds, was adopted; and providing for other matters in connection with the foregoing. There being no further discussions, oppositions, or public comments the matter unanimously passed.

SPECIAL PROGRAMS HOME COMMITTEE

Ms. Wallace noted two updates would be presented on the HTFP Unity Village Subdivision and Evangeline Pointe, both dealing with alleged NIMBYism issues.

Harold Kaplan with Unity Village address the BOD noting the City engineers were reviewing the project construction plans and that the City Planning Zoning Commission already approved the plan.

Charles Tate addressed the BOC on behalf of Evangeline Pointe. He noted that he was not aware of any alleged NIMBYism issues and that the City of Ville Platte has offered an alternated location for the project.

SPHC Chair Walter O. Guillory noted that the time item on the Agenda involved extensions on three HTFP (Cane Pointe, James A Herod, and Park Ridge Apartments).

Ms. Wallace noted that the staff was recommending extensions thereof due to financial gaps involved in the projects and the need for environmental reviews to be cleared.

On a motion by Commissioner Walter O. Guillory and seconded by Commissioner Elsenia Young, the resolution adopting the recommendation of staff to grant an extension until the earlier of December 15, 2009 or the time that environmental clearance is approved by HUD on three Housing Trust Fund Projects, Cane Pointe Apartments, Inc. (New Iberia), James A. Herod Apartments (Abbeville), and Park Ridge Apartments (Opelousas), was adopted; and providing for other matters in connection with the foregoing. There being no further discussions, oppositions, or public comments the matter unanimously passed.

SPHC Guillory briefly went over the parameters of the Hubbard House resolution. Ms. Wallace advised that staff was recommending approval thereof.

On a motion by Commissioner Walter O. Guillory and seconded by Commissioner Elsenia Young, the resolution accepting the recommendation of the Housing Trust Fund Advisory Council and staff to allow the allocation of Nine Hundred Ninety-Nine Thousand Eight Hundred Nine Dollars (\$999,809.00) in recaptured Housing Trust Funds to The Hubbard House (Baton Rouge), was adopted; and providing for other matters in connection with the foregoing. There being no further discussions, oppositions, or public comments the matter unanimously passed.

SPHC Guillory went over the parameters of the Capital City South resolution.

Program Administrator Charlette Minor noted the CCS project would be demolished and become new construction project thereafter. Commissioners Elsenia Young and Michael Airhart requested to be included in all aspects of the CCS project.

On a motion by Commissioner Walter O. Guillory and seconded by Commissioner Elsenia Young, the resolution approving a change to the Neighborhood Stabilization Program ("NSP") that would allow Louisiana Housing Finance Agency-owned Capital City South to be a demolition/new construction project, as opposed to a rehabilitation project, and changing the NSP Plan to delete the Bond Program, adding the Bond Program budget to the Capital City South project to bring the total NSP funds allocated to the project to Twelve Million Three Hundred Thirty-One Thousand dollars (\$12,331,000.00) was adopted; and providing for other matters in connection with the foregoing. There being no further discussions, oppositions, or public comments the matter unanimously passed.

SPHC Guillory introduced the next item being the LHFA Nonprofit Rebuilding Pilot Program. Ms. Minor noted that LRA was awarding the LHFA an additional \$4M to go towards Plaquemines Parish projects. She also noted the project would be awarded via an RFP.

On a motion by Commissioner Walter O. Guillory and seconded by Commissioner Elsenia Young, the resolution increasing the amount of Community Development Block Grant (the "CDBG") funds that the Louisiana Housing Finance Agency (the "Agency" or "LHFA") will administer for the LHFA Nonprofit Rebuilding Pilot Program on behalf of the Louisiana Recovery Authority (the "LRA") from twenty million dollars (\$20,000,000.00) to twenty-four million dollars (\$24,000,000.00), was adopted; and providing for other matters in connection with the foregoing. There being no further discussions, oppositions, or public comments the matter unanimously passed.

OTHER BUSINESS

Commissioner Joseph M. Scontrino, III, requested an updated on the Village de Jardin project.

Agency Architect Dr. Roger Tijerino noted that construction would commence on the project by Monday October 19th, and that there was a November 4th groundbreaking ceremony planned.

Commissioner Scontrino a full detailed report of the project specifics be sent to him and any other interested Board members.


Dr. Tijerino advised the BOC that the project has actually come in under budget.

ADJOURNMENT

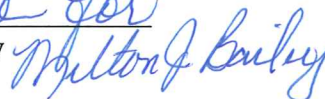
There being no other matters to discuss, Commissioner Katie Anderson offered a motion for adjournment that was seconded by Commissioner Joseph M. Scontrino, III. There being no further discussion or opposition, the matter was unanimously passed. **The Full Board meeting adjourned at 2:00 PM.**



Chairman



Secretary



DELEGATION OF AUTHORITY

STATE OF LOUISIANA

PARISH OF EAST BATON ROUGE

BEFORE ME, the undersigned Notary, duly commissioned and qualified in the Parish and State aforesaid, personally came and appeared:

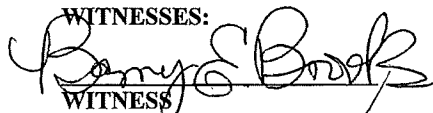
MILTON J. BAILEY

who, having been duly sworn, did depose and say:

1. That he is the duly elected President of the Louisiana Housing Finance Agency (the "Agency"), thus serving as "appointing authority" as defined in the Civil Service Rules;
2. That he is the duly elected Secretary of the Louisiana Housing Finance Agency;
3. That he does hereby delegate and authorize his appointing authority to Loretta Wallace, in his absence effective on December 5, 2009 through the earlier of December 9, 2009 or his return to the office, to act in his stead as appointing authority, to sign all documents to the same effect as the appointing authority, including, but not limited to, the authority to take, initiate, approve, and sign formal disciplinary actions, take action and sign the documentation necessary to hire, promote, grant merit increases, and any and all other personnel actions involving any and all employees of the Agency.
4. That he does hereby delegate his authority as President and Secretary to sign contracts, agreements, and all documents that bind the Agency, and which are necessary to be signed during his absence.

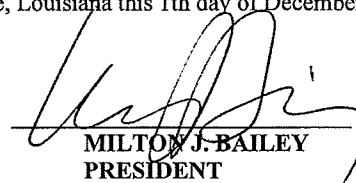
THUS DONE AND SIGNED in the presence of the undersigned Notary and competent witnesses at Baton Rouge, Louisiana this 1th day of December 2009.


WITNESSES:


WITNESS
Barry Brooks


WITNESS

Leslie Strahan


MILTON J. BAILEY
PRESIDENT


Christine Bratkowski #27781
NOTARY PUBLIC
Commission expires upon death